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CONFIDENTIAL

February 13, 2024

VIA E-MAIL

Hon. Vince Chhabria
U.S. District Court for the Northern District of California
450 Golden Gate Ave., 17th Floor
San Francisco, CA 94102
VCCRD@cand.uscourts.gov

Re: Whalen v. Albertsons Companies Inc., No. 3:23-cv-00459-VC

Dear Judge Chhabria:

We write with an update on the potential closing date of the proposed acquisition of Defendant Albertsons Companies, Inc. (“Albertsons”) by Defendant The Kroger Co. (“Kroger”).

At the December 14, 2023 hearing in this matter, Kroger informed the Court that Defendants were discussing with the Federal Trade Commission (“FTC”) an extension of their timing agreement that would extend the date before which Defendants agreed not to close the transaction past January 17, 2024. ECF No. 119. [REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

As indicated in Defendants' recent Motion to Dismiss, ECF No. 123 at 2 n.1, and in Plaintiffs' statement of recent filing, ECF No. 124, on January 15, 2024, the State of Washington filed a complaint in King County Superior Court in Washington challenging the proposed transaction under Washington law. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

If it would assist the Court in adjudicating this matter more efficiently, Defendants can commit to provide the Court with 30 days notice before closing the proposed transaction.

This letter contains highly confidential, sensitive information. Accordingly, this letter has been designated "HIGHLY CONFIDENTIAL" under the protective order entered in this matter. ECF No. 82.

Best regards,



Sonia Kuester Pfaffenroth

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